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*Attorneys for Defendants Iconix
Brand Group, Inc. and IP Holdings LLC*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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EXPORTACIONES DEL FUTURO S.A. DE C.V., :	:
Plaintiff, :	:
- against - :	:
ICONIX BRAND GROUP INC. and :	:
IP HOLDINGS, LLC, :	:
Defendants. :	:
-----X	

Docket No. 07 Civ 4145

DECLARATION

Debra A. Karlstein, Esq., an attorney duly admitted to practice law in the Courts of New York, hereby affirms under penalty of perjury pursuant to 28 U.S.C. § 1746:

1. I am counsel to SPEARS & IMES LLP, attorneys for defendants ICONIX BRAND GROUP, INC. and IP HOLDINGS LLC (collectively, "Defendants"). I make this declaration in support of Defendants' motion to strike and/or dismiss.
2. Annexed hereto as Exhibit A is a true and accurate copy of plaintiff's original Complaint dated May 24, 2007 ("Original Complaint").
3. Annexed hereto as Exhibit B is a true and accurate copy of this Court's October 10, 2007 Memorandum and Order granting defendants' motion to dismiss plaintiff's Original Complaint.

4. Annexed hereto as Exhibit C is a true and accurate copy of defendant's October 25, 2007 letter request for reconsideration and leave to amend the Original Complaint in accordance with the proposed amended complaint submitted therewith.

5. Annexed hereto as Exhibit D is a true and accurate copy of this Court's November 6, 2007 Memorandum and Order granting plaintiff "leave to amend the complaint to allege that 'the contract that Defendants signed was in writing and contained all the terms of the contract.' (Pl.'s letter dated October 25, 2007)." *Id.* at 5.

6. Annexed hereto as Exhibit E is a true and accurate copy of plaintiff's November 19, 2007 Amended Complaint.

Dated: New York, New York
December 3, 2007


Debra A. Karlstein